

MORRISON & FOERSTER LLP

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Counsel to Icon Health & Fitness, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	
_____)	

NOTICE OF RECLAMATION CLAIM

PLEASE TAKE NOTICE that Icon Health & Fitness, Inc. (“Icon”), by and through undersigned counsel, files this Notice of Reclamation Claim pursuant to 11 U.S.C. § 546(c), 11

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

U.C.C. § 2-702 and applicable non-bankruptcy law, on the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), to reclaim certain assets (the “Goods”) that are subject to reclamation. The Goods were sold in the ordinary course of business and received by Debtors in the forty-five (45) days prior to the filing of the Debtors’ bankruptcy petition on October 15, 2018. Icon believes the Debtors were insolvent at the time they received delivery of the Goods. Icon incorporates by reference and attaches as **Exhibit A**, a copy of the written demand for reclamation (the “Reclamation Demand”) pursuant to 11 U.S.C. § 546(c).

PLEASE TAKE FURTHER NOTICE that Icon reserves all of its rights with respect to the Goods, including, without limitation, (a) its right to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors on or after October 15, 2018; (b) its right to assert a 20-day administrative priority claim pursuant to 11 U.S.C. §503(b)(9); (c) its right to assert a “new value” defense to any preference demand pursuant to 11 U.S.C. §547(c)(4); (d) its right to demand payment of any portion of this invoice as a “cure” payment in connection with the Debtors’ assumption of any executory contract, if any, pursuant to 11 U.S.C. § 365; (e) its right to seek payment of its prepetition invoices from any non-debtor parties that are co-obligors; (f) its right to file additional demands or claims, including without limitation, a proof of claim; and/or (g) its right to assert any other rights under applicable law. By filing this Notice, Icon does not consent to entry of final orders of the bankruptcy court on non-core issue and claims, does not waive any jurisdictional defenses, and reserves its rights to amend this Notice.

Dated: November 8, 2018
New York, NY

Respectfully submitted,

MORRISON & FOERSTER LLP

/s/ Jennifer L. Marines

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